

RECORDATION NO. 21085
DEC 19 '97 10-40AM
FILED

ALVORD AND ALVORD
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OF COUNSEL
URBAN LESTER

RECORDATION NO. 21085-ABC D
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December 19, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (No. 46), dated as of December 1, 1997, a primary document as defined in the rules for the Recordation of Documents, and the following secondary documents related thereto: Memoranda of Lease Supplement No. 1, dated December 19, 1997, Lease Assignment, dated as of December 1, 1997, Equipment Trust Agreement, dated December 1, 1997 and Equipment Trust Agreement Supplement No. 1, dated December 19, 1997.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease
and Lease Supplement No. 1

Lessor and Owner Trustee: First Omni Bank, N.A.
499 Mitchell Street
Millsboro, Delaware 19966

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

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Mr. Vernon A. Williams
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Memorandum of Lease Assignment

Assignor: First Omni Bank, N.A.
499 Mitchell Street
Millsboro, Delaware 19966

Assignee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21202

Memorandum of Equipment Trust

and

Equipment Trust Supplement No. 1

Owner Trustee: First Omni Bank, N.A.
499 Mitchell Street
Millsboro, Delaware 19966

Security Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$120.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Schedule A
TTX Company
Lease No. 46
Equipment List
First closing on December 19, 1997

Builder/ Car Type	Quantity		Car Numbers	Delivery Period
	Cars	Platforms		
<u>Gunderson Inc.</u>				
Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	53	265	750101-750153.	Oct.-Nov., '97 Nov.-Dec., '97
	29	145	750154-750182.	
<u>National Steel Car Limited</u>				
Three-unit articulated 48' double-stack well cars for carrying containers or trailers- DTTX.	81	243	400106, 400110, 400115, 400117-400118, 400120-400189, 400191-400192, 400194-400196, 400200.	Nov.-Dec., '97
<u>Trinity Industries</u>				
Five-unit articulated 53-foot all-purpose spine flatcars with retractable hitches for carrying containers or trailers up to 53' long- TTAX.	31	155	555069-555081, 555205-555222.	Nov., '97
Total	194	808		

DEC 19 '97


10-40AM

MEMORANDUM OF LEASE (NO. 46) dated as of December 1, 1997, by TTX COMPANY, a Delaware corporation, as lessee, and FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee for TTX LEASE 46 TRUST, a Delaware trust, as lessor.

The undersigned have entered into that certain Lease of Railroad Equipment (No. 46) dated as of December 1, 1997, covering the railroad equipment listed in Schedule A hereto, for a term ending on January 30, 2018, subject to early termination and renewal on the terms and conditions set forth in said Lease of Railroad Equipment, and wish to show for the public record the interest of First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, a Delaware trust, as owner and lessor of said equipment, and the interest of TTX Company as lessee thereof.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX COMPANY

By: 
Name: Thomas D. Marion
Title: Treasurer

FIRST OMNI BANK, N.A.
not in its individual capacity,
but solely as trustee of
TTX LEASE 46 TRUST

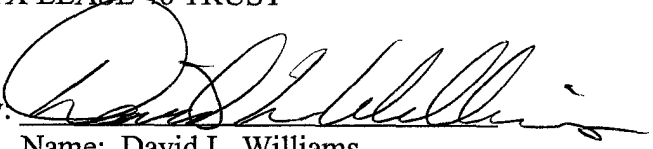
By: _____
Name: David L. Williams
Title: Vice President

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers or representatives thereunto duly authorized:

TTX COMPANY

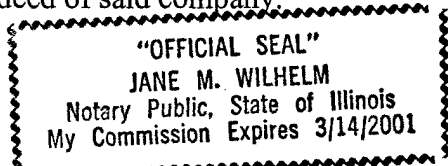
By: _____
Name: Thomas D. Marion
Title: Treasurer

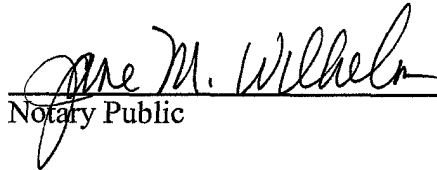
FIRST OMNI BANK, N.A.
not in its individual capacity,
but solely as trustee of
TTX LEASE 46 TRUST

By:  _____
Name: David L. Williams
Title: Vice President

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 17th day of December, 1997, before me personally appeared Thomas D. Marion, to me personally known, who, by me being duly sworn, says that he is Treasurer of TTX COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public

My commission expires

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this 17th day of December, 1997, before me personally appeared David L. Williams, to me personally known, who, by me being duly sworn, says that he is a Vice President of FIRST OMNI BANK, N.A., that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My commission expires

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COUNTY OF COOK)


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Notary Public

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5/19/98

Schedule A
TTX Company
Lease No. 46
Equipment List
First closing on December 19, 1997

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